

PROSPECTUS

The Prospectus has been filed with the Registrar of Companies of the Province of Alberta, the Dominion of Canada of the following lands, namely:

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PROSPECTUS

OF

Western Petroleum Company, Limited

Incorporated under the Company's Ordinance of the North West Territories of Canada.

Authorized Capital \$1,000,000 divided in 4,000,000 shares of 25c each

Issue of 1,000,000 shares at par value thereof, name ly, 25c per share payable on application.

Board of Directors:

President:

COL. JAMES WALKER, Calgary, Alta.

Vice-President:

J. EDWARD A. MACLEOD, Esq., Calgary, Alta., Barrister.

Secretary-Treasurer:

WILLIAM C. ROBERTSON, Esq., Calgary, Alta., Barrister.

THOMAS M. TWEEDIE, Esq., K. C. M. P. P., Calgary, Alta., Barrister.

ARTHUR L. SMITH, Esq., Calgary, Alta., Barrister.

Bankers:

BANK OF MONTREAL, Calgary, Alta.

Solicitors:

CLARKE, McCARTHY, CARSON & MACLEOD, Calgary, Alta.

Auditors:

WILLIAMS & WEST, Calgary, Alta., Accountants.

Registered Office:

PROSPECTUS

The Company has acquired the Petroleum and Natural Gas Leases issued by the Government of the Dominion of Canada of the following lands, namely:—

	Acreage.
All of 36, 24, 4 West 5th Meridian -----	640
L.S.D. 9-15 and 16, of 6, 25, 5 W. 5th Meridian -----	120
L.S.D. 12 and 13, of 6, 25, 5 W. 5th Meridian -----	80
All of 16, 25, 5 W. 5th Meridian -----	640
W. ½ Section 20 and L.S.D. 7, 8, 15 and 16 of Section 20, 18, 29 W. 4th Meridian -----	480
All of Section 4, 18, 4 W. 5th Meridian -----	640
All of Section 24, 17, 1 W. 5th Meridian -----	640
W. ½ 28, 22, 2 W. 5th Meridian -----	320
S. ½ of 16, 19, 29 W. 4th Meridian -----	320
N.W. of 14, 25, 5 W. 5th Meridian -----	160
S. ½ of 6, 18, 29 W. 4th Meridian -----	320
N.E. ¼ of 4, 17, 1 W. 5th Meridian -----	160
N.E. ¼ of 10, 25, 5 W. 5th Meridian -----	160
N. ½ of 32, 16, 1 W. 5th Meridian -----	320
N.E. ¼ of 22, 22, 25 W. 4th Meridian -----	160
S. ½ of 12, 25, 3 W. 5th Meridian -----	320
S. ½ of 34, 21, 1 W. 5th Meridian -----	320
N.E. ¼ of 23, 18, 4 W. 5th Meridian -----	160
S. ½ and N.E. ¼ of 29, 25, 5 W. 5th Meridian -----	480
All Section 12, 17, 27 W. 4th Meridian -----	640
All Section 6, 17, 26 W. 4th Meridian -----	640
Section 4, 40, 7 W. 5th Meridian -----	640
Section 5, 40, 7 W. 5th Meridian -----	640
Section 9, 40, 7 W. 5th Meridian -----	640
Total -----	9640

A copy of the Memorandum of Association of the Company is printed herewith.

The number of shares fixed as the qualification of a director is one share.

The number of shares held or agreed to be held by each of the directors is as follows:—

James Walker, Esq. -----	69,176	J. Edward A. Macleod, Esq. -----	140,247
Thomas M. Tweedie, K.C. M.P.P. -----	27,670	Arthur L. Smith -----	83,011
William C. Robertson -----	103,764		

and none of such shares are held or agreed to be held by any of the Directors other than in his own right as beneficial owner.

The minimum subscription upon which the Company may commence business has been fixed at \$500.00, and the minimum amount payable on application and allotment is 25c per share.

The number of shares issued, or agreed to be issued, as fully paid, otherwise than in cash, is 1,156,800 shares of the par value of 25c each; the consideration being the sale to the Company of the Petroleum and Natural Gas Leases above mentioned, covering the lands above described.

By agreement bearing date the 19th day of May, A.D. 1914, and made between J. Edward A. Macdonald, Henry Leighton, Orville N. Gilbert, Nelson J. Maxwell, Frederick B. Knapp, William F. Gilbert, Frederick L. Shouldice, and Bertram F. Lundy, all of Calgary, Alberta, as Vendors of the one part, and the Company of the other part, the Vendors agreed to sell to the Company, and the Company agreed to purchase from the Vendors the said Natural Gas and Petroleum rights, the consideration being the issue by the Company of the above mentioned 1,156,800 fully paid up shares in the capital of the Company to the following persons namely:—

J. Edward A. Macleod, 232,800; Henry Leighton, 424,800; Orville N. Gilbert, 115,200; Nelson J. Maxwell, 76,800; Frederick B. Knapp, 38,400; William F. Gilbert, 38,400; Frederick L. Shouldice and Bertram F. Lundy jointly, 230,400.

Except as above stated none of the Directors are interested in any way in the promotion of or in the property acquired by the company. No sums have been paid, or agreed to be paid to any director, either in cash or in shares, by any person either to qualify him as a director or otherwise, for services rendered by such director in connection with the promotion of the Company.

The Directors propose to pay a commission for subscribing or agreeing to subscribe, or procuring or agreeing to procure subscriptions for the shares hereby offered for subscription, at the rate of 25 per cent., but are not bound to pay such commission in respect of all the shares hereby offered for subscription, but may reduce such rate on any part of such shares.

The estimated amount of the preliminary expenses is One Thousand Dollars.

No amount is intended to be paid to any promoter nor is any sum payable for good will. The amount intended to be reserved from the sale of shares for working capital is the whole amount of the proceeds of the shares offered for sale, over and above the commission and preliminary expenses.

The full par value of all the shares now offered to the public for subscription is payable with the application thereof.

Copies of the Company's Articles of Association and of the above contracts can be inspected at the office of the solicitors of the Company at any time during business hours.

Applications for shares should be made on the accompanying form, which should be sent, with remittance payable at par, Calgary, of the amount payable on application, to the office of the Company.

DATED at Calgary, in the Province of Alberta, this 18th day of May A.D. 1914.

Memorandum of Association of WESTERN PETROLEUM COMPANY, LIMITED

I. The name of the Company is "WESTERN PETROLEUM COMPANY, LIMITED."

II. The head office of the Company will be situated at Calgary, in the Province of Alberta.

III. The objects for which the Company is to be incorporated are as follows:

1. To locate, purchase, lease or otherwise acquire, mortgage, sell, let or otherwise dispose of lands, mines, mineral claims, water rights and franchises, mill sites, timber lands, limestone quarries and particularly lands containing or believed to contain petroleum and other oil springs and deposits, and natural gas.

2. To carry on the business of searching for, prospecting, preparing, producing, refining, piping, storing, transporting, supplying, buying, selling, manufacturing and distributing petroleum and other oils and their products and by-products.

3. To construct, build, operate and maintain oil wells, refineries, buildings, machinery, plants, stores and warehouses.

4. To search for, prospect, examine, refine, smelt, reduce, crush, concentrate, manipulate and treat gold, silver, lead, copper, iron and minerals of every description.

5. To manufacture, buy, sell, import, export, and generally deal in machinery, pumps, drills, fuses, caps, candles, implements and conveniences suitable for use in connection with the oil or mining business.

6. To buy, sell and furnish oil and gas for lighting, heating and other purposes; to lay down, construct, maintain and operate pipe lines, tubes, tanks, pump stations, connections, fixtures, storage houses and such machinery, apparatus and devices as may be necessary to operate such pipes and pipe lines between various points: to have the right and power wherever permitted by law to enter upon rights of way, easements, properties of all persons and corporations, and have the right to lay its pipes and pipe lines across and under any public road, railroad, right of way, street, railroad, canal or stream; to lay its pipes or pipe lines across or under any street or alley in any incorporated city or town, with the consent of and under the direction of the proper authorities of such cities or towns; also to carry on the business of producing, refining and storing petroleum products, vegetable and mineral oils.

7. To purchase, take or lease or otherwise acquire and to hold, lease mortgage, sell exchange or otherwise dispose of any real and personal property and rights, franchises, privileges and easements which the Company may think it expedient or desirable to purchase for the purposes of its business.

8. To carry on business as commission and general merchants, agents and factors, and to engage in any other business that may seem directly or indirectly conducive to the success of the operations of the Company.

9. To buy, sell, lease, exchange, hire or otherwise acquire, any real or personal property and any rights, franchises, easements, and privileges which the Company may think expedient or desirable to purchase or acquire for the purpose of its business.

10. To deal and trade in all kinds of natural products, goods, wares and merchandise, provisions and supplies in connection with the undertakings of the Company.

11. To acquire the good will of any business and acquire or undertake the sale of all or any of the assets and liabilities of any such business and take over as a going concern the business in connection therewith.

12. To purchase or otherwise acquire all or any part of the business, property and liabilities of any company, society, partnership or person, formed for all or any of the purposes within the objects of this Company and to conduct and carry on or liquidate and wind up any such business.

13. To manufacture, buy, sell and generally deal in any plant, machinery, tools, goods or things of any description which in the opinion of the Company may be conveniently dealt in by the Company in connection with any of its objects.

14. To let on lease or on hire the whole or any part of the real or personal property of the Company on such terms as the Company shall determine.

15. To apply for, purchase or otherwise acquire any patent rights, licenses, concessions and the like conferring any exclusive or non-exclusive or limited rights to use any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated, directly or indirectly to benefit the Company, and to use, exercise, transfer or grant licenses in respect of or otherwise turn to account the rights or information so acquired.

16. To enter into any agreement with any government or authority, or authorities, federal, provincial, municipal, local or otherwise that may seem conducive to the Company's interests or any of them and to obtain from such government or authorities or take over from other persons or companies possessing the same, any rights, privileges, and concessions which the Company may think it desirable to obtain and to carry out and utilize the same, and to obtain or assist in obtaining any Acts of Parliament or of Legislatures or any sanctions or orders of any such government or authorities which the Company may deem proper.

17. To promote or form, or assist in the promotion or formation of any companies, businesses or undertakings having objects wholly or in part similar to those of this Company, or for the purpose of acquiring, purchasing, holding, working or otherwise dealing with any property of the Company, or in which this Company is interested, or for any other purpose, with power generally to assist such Companies, businesses or undertakings and in particular by paying or contributing towards the preliminary expenses thereof or providing the whole or part of the capital thereof, or by taking or disposing of shares therein, or by lending money thereto upon debentures or otherwise and further to pay out of the funds of the Company all expenses attending the issue of any circular or notice connected with this or any other Company.

18. To subscribe for, take, acquire, hold, sell and give guarantees by way of underwriting, or otherwise, in relation to stock, shares, debentures, obligations and securities of any company or any municipal, public or local board or authority, provided always, that the funds of this Company shall not be employed in purchasing or acquiring its own shares, or in loans upon the security thereof.

19. To do all acts and things which may be necessary or desirable in connection with, or to procure for the Company a legal recognition, domicile and status in any province, state or territory in which any of its property, estate, effects or rights may be situated, or in which the Company may desire to carry on business, and to appoint local boards or committees, attorneys or agents (with such powers as the directors of the Company may determine) to represent the Company in any such province, state or territory.

20. To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, cheques, bills of lading, warehouse receipts, warrants, securities under the Bank Act, bonds, debentures, mortgages and other negotiable or transferable instruments or securities of every nature and kind whatsoever.

21. To borrow, raise, or secure the repayment of money in such manner as the Company shall think fit, and in particular by the issue of debentures, debenture stock (perpetual or terminable), bonds, mortgages or any other securities founded, based or charged upon all or any of the property and rights of the Company both present and future including its uncalled capital, or without any such security, and upon such terms as to priority or otherwise as the Company shall think fit.

22. To issue or guarantee the issue of, or the payment of, interest on the shares, debentures, debenture stock, bonds or other securities or obligations of any company or association, and to pay or provide for brokerage, commission and underwriting in respect of any such issue.

23. To advance and lend money upon such security as may be thought proper, or without taking any security therefor.

24. To invest the moneys of the Company not immediately required, in such manner as from time to time may be determined.

25. To acquire by subscription, purchase or otherwise, and to accept and take, hold or sell shares or stock in any company, society or undertaking, the objects of which shall in whole or in part be similar to those of this Company or such as may be likely to promote or advance the interests of this Company.

26. To establish agencies and branches in the Dominion of Canada, and elsewhere, and to regulate and discontinue the same.

27. To provide for the welfare of persons in the employment of the Company or formerly engaged in any business acquired by the Company, and the wives and widows and families of such persons, by grant of money, pensions, insurance or other payments, and by providing or subscribing towards such places of instruction and recreation and hospitals, dispensaries, medical and other attendance, and other assistance as the Company shall think fit, and to form, subscribe to, or otherwise aid benevolent, religious, scientific, national or other institutions or objects, which shall have any moral or other claim to support or aid by the Company by reason of the locality of its operations or otherwise.

28. To enter into and carry into effect any arrangement for joint working in business, or for sharing of profits or for amalgamation with any other Company, or any partnership or any person carrying on business within the objects of this Company.

29. To establish, promote and otherwise assist any company or companies for the purpose of furthering any of the objects of this Company.

30. To pay the expenses of any preliminary and incidental to the formation, establishment and registration of the Company.

31. Upon any issue of shares, bonds, debentures or other securities of the Company to employ brokers, commission agents, and underwriters, and to provide for the remuneration of such persons for their services by payment in cash, or by the issue of shares, debentures or other securities of the Company, or by granting of options to take the same, or in any other manner allowed by law.

22. To sell, lease, exchange, surrender, or otherwise deal with the whole of the undertaking and property and rights of the Company or any part thereof, for such consideration as the Company may think fit, and in particular for any shares (whether credited as partly or fully paid up or otherwise) debentures or securities of any other company, and to divide such part, or parts, as may be determined by the Company, of the purchase money, whether in cash, shares or other equivalent which

may at any time be received by the Company on a sale of, or other dealing with the whole or part of the property, estate, effects and rights of the Company amongst the members of the Company by way of dividend or bonus in proportion to their shares or to the amount paid up on their shares or otherwise to deal with the same as the Company may determine.

33. To pay for any lands, business, property, rights, privileges, concessions, acquired or agreed to be acquired by the Company, and generally to satisfy any payment by, or obligation of the Company by the issue of shares of this or any other company credited as fully or partly paid up, or of debentures or other securities of this or any other Company credited as fully or partly paid up.

34. To distribute any of the assets of the Company among the members in specie and particularly any bonds, debentures or other securities of any other company formed to take over the whole or any part of the assets or liabilities of this Company, but so that no such distribution amounting to a reduction of the capital be made without the sanction of the court where necessary.

35. To do all or any of the matters hereby authorized, either alone or in conjunction with, or as factors, trustees or agents for any other companies or persons, or by or through any factors, trustees or agents for any other companies or persons.

36. To hold in the names of others any property which the Company is authorized to acquire and to carry on or do all or any of the matters aforesaid in the Province of Alberta or any other state or colony, and either in the name of the Company or any company, firm or person as trustees for this Company.

37. Generally to carry on any other business, except the construction and operation of railways, telegraph and telephone lines, the business of banking, the business of insurance or the business of a trust company, which may seem to the Company capable of being conveniently or profitably carried on in connection with the above or calculated directly or indirectly to enhance the value and render profitable any of the Company's properties or rights, and to do all and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes of the attainment of any one or more of the objects herein enumerated or incidental to the powers herein named, or which shall at any time appear to be conducive or expedient for the protection or benefit of the Company. And it is hereby declared that in the interpretation of this clause, the meaning of the Company's objects shall not be restricted by reference to any other object, or by the juxtaposition of two or more objects, and that in the event of any ambiguity this clause shall be construed in such a way as to widen and not to restrict the powers of the Company.

IV. The liability of the members is limited.

V. The capital of the Company is One Million (\$1,000,000.00) Dollars, divided into Four Million (4,000,000) shares of Twenty-five (25c) each.

PROVIDED that nothing herein contained shall be deemed to confer upon the Company any powers to which the jurisdiction of the legislature of the Province of Alberta does not extend, and particularly shall not be deemed to confer the right to issue promissory notes in the nature of bank notes; and all the powers in the said Memorandum of Association contained shall be exercisable subject to the provisions of the laws in force in Alberta and regulations made thereunder, in respect of the matters therein referred to and especially with respect of the construction and operation of railways, telegraph and telephone lines, the business of insurance, and any other business with respect to which special laws and regulations may now or may hereafter be put in force.

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names, and undertake, consent and agree to act as first directors of the Company.

Names, Addresses and Descriptions of Subscribers.	Number of Shares Taken by Each Subscriber.
(Sgd.) Percy Alexander Carson, Calgary, Alberta, Student-at-Law..	One (1) share
(Sgd.) Roy Manning Edmanson, Calgary, Alberta, Student-at-Law..	One (1) share
(Sgd.) Edwin Donald Wilson, Calgary, Alberta, Student-at-Law..	One (1) share

DATED this 18th day of May A.D. 1914.

Witness to the above signatures:

(Sgd.) ADA M. CUMMER,
of Calgary, Alta., Stenographer

PROSPECTUS

CAPITAL \$1,000,000.00

Western Petroleum
Company, Limited